

V42520

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PICK-UP WAIT MAIL

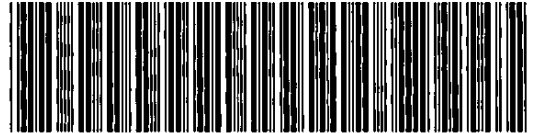
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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Merge

C. Coulllette AUG 04 2006



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July 31, 2006

CORPORATION NAME (S) AND DOCUMENT NUMBER (S)

Carlyle Deco, Inc.

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Retrieval Request

- Photocopy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other



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FLORIDA DEPARTMENT OF STATE
Division of Corporations

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

August 2, 2006

UCC FILING & SEARCH SERVICES INC.

TALLAHASSEE, FL

SUBJECT: CARLYLE DECO, INC.
Ref. Number: V42520

*please honor
original date*

We have received your document for CARLYLE DECO, INC. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette
Document Specialist

Letter Number: 206A00048356

Articles of Merger
For
Carlyle Deco, Inc., a Florida Profit Corporation
With and into
Red Circle N.Y. Corp., a New York Profit Corporation

The following Articles of Merger are submitted to merge the following Florida Profit Corporation with and into a New York State Corporation in accordance with Section 607.1105, Florida Statute.

FIRST: The exact name and jurisdiction of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Red Circle N.Y. Corp.	New York

SECOND: The exact name and jurisdiction of the **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Carlyle Deco, Inc.	Florida

THIRD: The Plan of Merger is attached.

FOURTH: The effective date of the merger is upon filing.

FIFTH: The attached plan of merger was adopted by the Shareholders of the surviving corporation on June 13, 2006.

SIXTH: The attached plan of merger was adopted by the Shareholders of the merging corporation on June 13, 2006.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 JUL 31 PM 3:32

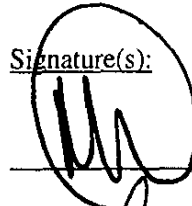
FILED

Name of Entity/Organization:

Signature(s):

Name of Individual:

Carlyle Deco Inc.

A handwritten signature in black ink, consisting of several vertical strokes and a loop, enclosed within a hand-drawn circle.

Michele Merlo, Pres.

Red Circle N.Y. Corp.

A handwritten signature in black ink, featuring a large, stylized initial 'D' followed by several loops and a final flourish.

Danilo Durante, CEO

**PLAN OF MERGER (NON SUBSIDIARY)
OF
CARLYLE DECO, INC. (A FLORIDA CORPORATION)
WITH AND INTO
RED CIRCLE N.Y. CORP. (A NEW YORK CORPORATION)**

The following PLAN OF MERGER is submitted in compliance with Section 607.1101, Florida Statute and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction for each **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Red Circle N.Y. Corp.	New York

SECOND: The exact name and jurisdiction of the **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Carlyle Deco, Inc.	Florida

THIRD: The terms and conditions of the merger are as follows:

1. The participating corporations, Carlyle Deco, Inc. and Red Circle N.Y. Corp., shall pursuant to the provisions of the laws of the State of Florida and the provisions of the Business Corporation Law of the State of New York, be merged with and into a single corporation, to wit, Red Circle N.Y. Corp., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Business Corporation Law of the State of New York. The separate existence of

Carlyle Deco, Inc., which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the laws of Florida, the jurisdiction of its incorporation.

2. The name under which the surviving corporation was formed is Red Circle New York Corp.

3. The number of outstanding shares of the terminating corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

4. The number of outstanding shares of the surviving corporation is 100 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

5. The certificate of incorporation of the surviving corporation as of the effective date of the merger shall be the certificate of incorporation of said surviving corporation and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Business Corporation Law of the State of New York.

6. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

7. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

8. The merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the terminating corporation, and the Plan of Merger herein made and adopted shall be submitted to the shareholders of the surviving corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York.

9. In the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the terminating corporation, and in the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the surviving corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and of the State of New York, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or part, cash or other property is as follows:

Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into one (1) share of the surviving corporation. The issued shares of the

surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.